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February 7, 2012

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VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024

Re: **Finance Docket No. 35593**
Cedar River Railroad Company – Trackage Rights
Exemption – Chicago, Central & Pacific Railroad Company

Dear Ms. Brown:

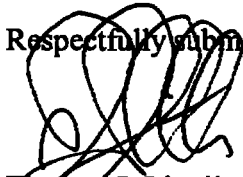
Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Motion for Protective Order of Cedar River Railroad Company**, dated February 7, 2012. A compact disk containing the text of the proposed protective order in Word 2003 format is attached.

Also enclosed are ten copies of a confidential, unredacted document to be filed under seal subject to the requested protective order.

One extra copy of this transmittal letter and of the Motion are enclosed as well. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter. Kind regards.

Respectfully submitted,



Thomas J. Litwiler
Attorney for Cedar River Railroad Company

TJL:tl

Enclosures

ENTERED
Office of Proceedings
FEB 14 2012
U.S. Dept of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35593

CEDAR RIVER RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

**MOTION FOR PROTECTIVE ORDER OF
CEDAR RIVER RAILROAD COMPANY**

ENTERED
Office of Proceedings

FEB 8 - 2012

Part of
Public Record

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**ATTORNEYS FOR CEDAR RIVER
RAILROAD COMPANY**

Dated: February 7, 2012

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35593

CEDAR RIVER RAILROAD COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

**MOTION FOR PROTECTIVE ORDER OF
CEDAR RIVER RAILROAD COMPANY**

Pursuant to 49 C.F.R. § 1104.14(b), Cedar River Railroad Company ("CEDR") hereby requests that the Board issue a protective order allowing CEDR to file under seal the executed, unredacted Trackage Rights Agreement dated as of January 27, 2012 between CEDR and Chicago, Central & Pacific Railroad Company ("CCP") which is the subject of this proceeding.

CEDR is filing concurrently herewith a notice of exemption pursuant to 49 C.F.R. § 1180.2(d)(2) for CEDR's acquisition of overhead trackage rights over approximately 5.2 miles of CCP line between Cedar Falls and Waterloo, Iowa. CEDR has attached a redacted version of the Trackage Rights Agreement as Exhibit 2 to its notice of exemption pursuant to 49 C.F.R. § 1180.6(a)(7)(ii) and has filed the unredacted agreement under seal, subject to this request for a protective order. The Trackage Rights Agreement contains commercially sensitive and confidential information the public release of which could cause competitive or other injury to CEDR and CCP. Public disclosure of the unredacted agreement also is not necessary for the consideration or disposition of CEDR's notice of exemption.

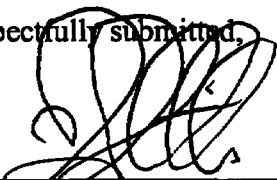
CEDR thus requests that the Board accept the unredacted Trackage Rights Agreement for filing under seal and adopt the proposed protective order contained in the

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appendix hereto to govern access to the unredacted agreement. This approach is consistent with that taken by the Board in prior similar circumstances. See, e.g., Chicago, Central & Pacific Railroad Company -- Trackage Rights Exemption -- Cedar River Railroad Company, Finance Docket No. 35563 (STB served December 30, 2011); The Kansas City Southern Railway Company -- Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 34309 (STB served February 4, 2003).

WHEREFORE, CEDR respectfully requests that the Board adopt the protective order contained in the appendix hereto.

Respectfully submitted,



By: _____
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**ATTORNEYS FOR CEDAR RIVER
RAILROAD COMPANY**

Dated: February 7, 2012

APPENDIX

PROTECTIVE ORDER

1. For the purposes of this Protective Order, "Confidential Information" means the unredacted Trackage Rights Agreement between Cedar River Railroad Company ("CEDR") and Chicago, Central & Pacific Railroad Company filed under seal on February 8, 2012 in STB Finance Docket No. 35593.

2. Confidential Information shall be provided to any party only pursuant to this Protective Order and only upon execution and delivery to CEDR of the attached Undertaking. Confidential Information shall be used solely for the purpose of this and any related Board proceedings, or any judicial review proceeding arising therefrom, and not for any other business, commercial or other competitive purpose.

3. Confidential Information shall not be disclosed in any way or to any person without the written consent of CEDR or an order of the Board, and then solely for use in connection with this and related Board proceedings, or any judicial review proceeding arising therefrom, provided that such person has been given and has read a copy of this Protective Order and agrees to be bound by its terms by executing the attached Undertaking prior to receiving access to this information.

4. Any documents containing Confidential Information must be destroyed, and notice of such destruction must be served on CEDR, at the completion of this and any related Board proceedings, or any judicial review proceeding arising therefrom.

5. If the Board retains the Confidential Information, it shall, in order to keep it confidential, treat the information in accordance with the procedure set forth at 49 CFR 1104.14.

6. If any party intends to use Confidential Information at hearings or otherwise in this proceeding or in any related Board proceedings, or in any judicial review proceeding arising therefrom, the party shall submit any filings or documents setting forth or revealing such Confidential Information to the Board, or the reviewing court as appropriate, under seal, and shall accompany such submission with a written request to the Board or the court to (i) restrict attendance at any hearing during discussion of such Confidential Information, and (ii) restrict access to the portion of the record or briefs reflecting discussion of such Confidential Information in accordance with the Protective Order.

7. All parties must file simultaneously a public version of any Confidential submission filed with the Board. The Confidential version may be served on other parties in electronic format only.

8. All parties must comply with all of the provisions stated in this Protective Order unless good cause, as determined by the Board, is shown by any party to warrant suspension of any of the provisions herein.

UNDERTAKING

I, _____, have read the Protective Order governing the filing of Confidential Information by Cedar River Railroad Company ("CEDR") in STB Finance Docket No. 35593, understand the same, and agree to be bound by its terms. I agree not to use or permit the use of any data or information obtained under this Undertaking, or to use or permit the use of any techniques disclosed or information learned as a result of receiving such data or information, for any purpose other than the preparation and presentation of evidence and argument in STB Finance Docket No. 35593 or any judicial review proceedings taken or filed in connection therewith. I further agree not to disclose any data or information obtained under this Protective Order to any person who is not also bound by the terms of this order and has executed an Undertaking in the form hereof. At the conclusion of this proceeding (including any proceeding on administrative review, judicial review or remand), I will promptly destroy any documents containing or reflecting Confidential Information, other than file copies, kept by outside counsel, of pleadings and other documents filed with the Board.

I understand and agree that money damages would not be a sufficient remedy for breach of this Undertaking, and that CEDR shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach, and I further agree to waive any requirement for the securing or posting of any bond in connection with such remedy. Such remedy shall not be deemed to be the exclusive remedy for breach of this Undertaking but shall be in addition to all remedies available at law or equity.

Dated: _____

Signature: _____

Position: _____

Affiliation: _____